

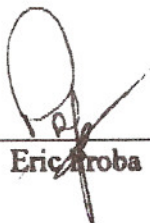
**RESIGNATION AS OFFICER AND DIRECTOR OF**

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**MAZADA ENTERPRISES, INC.**

**TO: Board of Directors/Shareholders**

**PLEASE BE ADVISED THAT I hereby resign as Officer and Director of Mazada Enterprises, Inc. effective May 3<sup>rd</sup>, 2006.**




A handwritten signature in dark ink, appearing to read "Eric Proba", is written over a horizontal line. The signature is stylized, with a large loop at the top and a long, sweeping stroke extending downwards and to the right.

**Eric Proba**

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RESOLVED, that all of the acts and transactions of the Officers and Directors of the Corporation which have been validly taken or made prior to the date of this meeting of the Board and which have been reported on at this meeting, are hereby ratified and approved.

EXECUTED AND EFFECTIVE on this 19<sup>th</sup> day of May, 2006.

  
\_\_\_\_\_  
Eric Proba, Director

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS  
IN LIEU OF SPECIAL SHAREHOLDERS MEETING**

Pursuant to Article 9.10A of the Texas Business Corporation Act, The undersigned shareholders, holding shares representing all of the issued and outstanding shares of Common Stock of MAZADA ENTERPRISES, INC. ("Corporation"), waiving all notice, hereby unanimously consent and agree to the adoption of the following resolutions to be of full force and effect on and as of the date hereof as if adopted by a special meeting of the Corporation's shareholders, duly called to consider and act upon such resolutions.

**RESOLVED**, that the unanimous resolutions of Directors in Lieu of Organizational Meeting be and the same as hereby approved and ratified in all respects.

**RESOLVED**, that the following persons be and they are hereby elected and appointed to serve as Directors of the Corporation until the next annual meeting of the Shareholders of the Corporation or until their successors are elected and shall have qualified:

Larry Ronald Caplan


EXECUTED AND EFFECTIVE on this 19<sup>th</sup> day of May, 2006.

Shares

900

100

Shareholder

  
Eric Proba

  
Patrick Thoenen

**SPECIAL MEETING OF SHAREHOLDERS**

**OF**

**MAZADA ENTERPRISES, INC.**

The Special Meeting of the Directors and majority Shareholder of Mazada Enterprises, Inc. was held June \_\_\_\_, 2006, Houston, Harris County, TX at 8:30 pm at call of the Directors.

That, Larry Caplan as Director and Eric Proba, Shareholder representing 90% of shares of the corporation, were present and participated throughout the meeting.

RESOLVED, that Eric Proba holder of 900 common shares will sell to Larry Caplan all his rights, title and ownership of his common shares.

RESOLVED, that the number of common shares in Mazada Enterprises, Inc. will be represented as follows:


Larry Caplan	900 common shares
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There being no further business to come before the Director and Eric Proba, majority shareholder at this meeting, the meeting adjourned.

DATED: June 7, 2006

APPROVED AND ATTESTED TO:

  
\_\_\_\_\_  
Eric Proba  
Shareholder

  
\_\_\_\_\_  
Larry Caplan  
Director, President, Secretary  
Shareholder